

U.S. Department of Justice

Washington, DC 20530

**Registration Statement****Pursuant to the Foreign Agents Registration Act of  
1938, as amended****I--REGISTRANT****1. Name of Registrant**

Willkie Farr &amp; Gallagher LLP

**2. Registration Number (To be assigned by the FARA Unit)**

7047

**3. Primary Business Address**

787 Seventh Avenue, New York, NY 10019

**4. If the registrant is an individual, furnish the following information:**

(a) Residence address(es)

(b) Nationality

(c) Year of birth

(d) Present citizenship

(e) If present citizenship not acquired by birth, state when, where and how acquired

(f) Occupation

**5. If the registrant is not an individual, furnish the following information:**(a) Type of organization: Committee ☐ Association ☐ Partnership ☒ Voluntary group ☐Corporation ☐Other (*specify*) \_\_\_\_\_

(b) Date and place of organization 08/25/2003, Delaware, United States

(c) Name of responsible individual Thomas Cerabino and Matthew Feldman, Chairs  
(e.g., officer, director or partner)(d) Other business address(es), if any, including ---See Appendix for Additional Addresses---  
locations of branch or local offices

(e) If a membership organization, provide number of members

(f) List all partners, officers, directors or persons performing the functions of an officer or director of the registrant.

Name	Residence Address	Citizenship	Position
Michael Gottlieb	Provided to the DOJ under separate cover.	UNITED STATES	Partner

---See Appendix for Additional Names---

(g) Which of the above named persons renders services directly in furtherance of the interests of any of the foreign principals?

Name	Foreign Principal(s)	Services
See Appendix for Response		

(h) Describe the nature of the registrant's regular business or activity.

Law firm.

(i) Give a complete description of the ownership and control structure of the registrant.

Willkie Farr & Gallagher LLP is a limited liability partnership owned and controlled by its partners.

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6. List all individuals, other than those listed in Item 5(g), who render services or will render services to the registrant directly in furtherance of the interests of any foreign principal(s) in other than a clerical, secretarial, or in a related or similar capacity.

Name	Residence Address	Foreign Principal(s)	Services
Kristin Bender	Provided to the DOJ under separate cover.	The Ad Hoc Board of Petr��leos de Venezuela, S.A. ("PDVSA Ad Hoc Board")	Acting on behalf of PDVH, the registrant may engage in communications or participate in meetings with representatives of the U.S. Government and U.S. media to discuss the importance and means of protecting PDVH's assets, or the value of said assets, from claims brought by creditors of the Maduro regime. The registrant may additionally contribute to written materials taking a position on the same subject in preparation for those meetings.

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**II--FOREIGN PRINCIPAL**

7. List every foreign principal<sup>1</sup> for whom the registrant is acting or has agreed to act.

**Foreign Principal**

The Ad Hoc Board of Petr leos de Venezuela,  
S.A. ("PDVSA Ad Hoc Board")

**Foreign Principal Address**

Unknown  
Unknown  
VENEZUELA

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**III--ACTIVITIES**

8. In addition to the activities described in any Exhibit B to this statement, will the registrant engage or is the registrant engaging now in activity or rendering services on its own behalf which benefits any or all of its foreign principals?

Yes ☐

No ☒

If yes, describe fully.

**Foreign Principal****Activities/Services**

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**IV--FINANCIAL INFORMATION****9. (a) RECEIPTS-MONIES**

During the period beginning 60 days prior to the date of the registrant's obligation to register<sup>2</sup> under FARA, has the registrant received from any foreign principal named in Item 7 of this statement, or from any other source, for or in the interests of any such foreign principal, any contributions, income, or money either as compensation, or for disbursement or otherwise?

Yes ☒

No ☐

If yes, set forth below in the required detail and separately for each such foreign principal an account of such monies.<sup>3</sup>

Foreign Principal	Date Received	From Whom	Purpose	Amount
See Appendix for Response				

<sup>1</sup> The term "foreign principal," as defined in Section 1(b) of the Act, includes a foreign government, foreign political party, foreign organization, foreign individual and, for the purpose of registration, an organization or an individual any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual.

<sup>2</sup> An agent must register within 10 days of becoming an agent, and before acting as such.

<sup>3</sup> A registrant is required to file an Exhibit D if he collects or receives contributions, loans, monies, or other things of value for a foreign principal, as part of a fundraising campaign. There is no printed form for this exhibit. (See Rule 201(e), 28 C.F.R.   5.201(e)).

**(b) RECEIPTS-THINGS OF VALUE**

During the period beginning 60 days prior to the date of the registrant's obligation to register<sup>4</sup> under FARA, has the registrant received anything of value<sup>5</sup> other than money, from any foreign principal named in Item 7 of this statement, or from any other source, for or in the interests of any such foreign principal?

Yes ☐No ☒

If yes, furnish the following information:

Foreign Principal	Date Received	From Whom	Purpose	Thing of Value
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**10. (a) DISBURSEMENTS-MONIES**

During the period beginning 60 days prior to the date of the registrant's obligation to register<sup>6</sup> under FARA, has the registrant disbursed or expended monies in connection with activity on behalf of any foreign principal named in Item 7 of this statement or transmitted monies to any such foreign principal?

Yes ☒No ☐

If yes, set forth below in the required detail and separately for each such foreign principal named including monies transmitted, if any, to each foreign principal.

Foreign Principal	Date	Recipient	Purpose	Amount
See Appendix for Response				

**(b) DISBURSEMENTS-THINGS OF VALUE**

During the period beginning 60 days prior to the date of the registrant's obligation to register<sup>7</sup> under FARA, has the registrant disposed of any thing of value<sup>8</sup> other than money in furtherance of or in connection with its activities on behalf of any foreign principal named in Item 7 of this statement? Yes ☐ No ☒

If yes, furnish the following information:

Foreign Principal	Date	Recipient	Purpose	Thing of Value
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**(c) DISBURSEMENTS-POLITICAL CONTRIBUTIONS**

During the period beginning 60 days prior to the date of the registrant's obligation to register<sup>9</sup> under FARA, has the registrant (or any short form registrant) made any contribution of money or other thing of value from its own funds and on its own behalf in connection with an election to any political office or in connection with any primary election, convention, or caucus held to select candidates for any political office? Yes ☐ No ☒

If yes, furnish the following information:

Date	Donor	Political Organization/Candidate	Method	Amount/Thing of Value
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4, 6, 7 and 9 See Footnote 2, on page 3.

5 and 8 Things of value include but are not limited to gifts, interest-free loans, expense-free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks", and the like.

**V--INFORMATIONAL MATERIALS<sup>10</sup>**

11. Prior to the time of filing this statement,<sup>11</sup> has the registrant prepared, disseminated, or caused to be disseminated, any informational materials on behalf of any foreign principal listed in Item 7 of this statement?

Yes ☐ No ☒

If yes, identify each foreign principal and attach the informational materials.

Foreign Principal	Informational Materials Attached	Type
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12. (a) Will the activities of the registrant on behalf of any foreign principal include the preparation or dissemination of informational materials?

Yes ☐ No ☒

(b) If yes, identify each foreign principal and respond to the remaining items in this section.

13. Has a budget been established or specified sum of money allocated to finance the registrant's activities in preparing or disseminating informational materials? Yes ☐ No ☐

If yes, identify each foreign principal, and specify the period of time and the amount.

Foreign Principal	Period of Time	Amount
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14. Will any individuals or organizations, including public relations firms or publicity agents, participate in the preparation or dissemination of such informational materials?

Yes ☐ No ☐

If yes, furnish the names and addresses of such individuals or organizations.

Name	Address	Foreign Principal(s)
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15. Activities in preparing or disseminating informational materials will include the use of the following:

- |   |   |   |  |
|---|---|---|--|
| <input type="checkbox"/> Magazine or newspaper              | <input type="checkbox"/> Advertising campaigns  | <input type="checkbox"/> Press releases       | <input type="checkbox"/> Pamphlets or other publications |
| <input type="checkbox"/> Lectures or speeches               | <input type="checkbox"/> Radio or TV broadcasts | <input type="checkbox"/> Motion picture films | <input type="checkbox"/> Letters or telegrams            |
| <input type="checkbox"/> Email                              |   |   |  |
| <input type="checkbox"/> Website URL(s): _____              |   |   |  |
| <input type="checkbox"/> Social Media website URL(s): _____ |   |   |  |
| <input type="checkbox"/> Other ( <i>specify</i> ) _____     |   |   |  |

<sup>10</sup> The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including that published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, electronic communications, or any means or instrumentality of interstate or foreign commerce or otherwise. Informational materials disseminated by an agent of a foreign principal as part of an activity in itself exempt from registration, or an activity which by itself would not require registration, need not be filed pursuant to Section 4(b) of the Act.

<sup>11</sup> See Footnote 2, on page 3.

16. Informational materials will be disseminated among the following groups:

- |  |   |
|--|---|
| <input type="checkbox"/> Public officials    | <input type="checkbox"/> Civic groups or associations   |
| <input type="checkbox"/> Legislators         | <input type="checkbox"/> Libraries                      |
| <input type="checkbox"/> Government agencies | <input type="checkbox"/> Educational groups             |
| <input type="checkbox"/> Newspapers          | <input type="checkbox"/> Nationality groups             |
| <input type="checkbox"/> Editors             | <input type="checkbox"/> Other ( <i>specify</i> ) _____ |

17. Indicate the language to be used in the informational materials:

- ☐ English ☐ Other (*specify*) \_\_\_\_\_

## VI--EXHIBITS AND ATTACHMENTS

18. (a) The following described exhibits shall be filed with a Registration Statement:

*Exhibit A-* This exhibit, which is filed on Form NSD-3, sets forth the information required to be disclosed concerning each foreign principal named in Item 6.

*Exhibit B-* This exhibit, which is filed on Form NSD-4, sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

(b) An Exhibit C shall be filed when applicable. This exhibit, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, constitution, and bylaws of a registrant that is an organization. A waiver of the requirement to file an Exhibit C may be obtained for good cause shown upon written application to the Assistant Attorney General, National Security Division, U.S. Department of Justice, Washington, DC 20530. (See Rule 201(c) and (d)).

(c) An Exhibit D shall be filed when applicable. This exhibit, for which no printed form is provided, sets forth an account of money collected or received as a result of a fundraising campaign and transmitted for a foreign principal. (See Rule 201 (e)).

## VII--EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date	Printed Name	Signature <sup>12</sup>
11/22/2021	Matthew A. Feldman	/s/Matthew A. Feldman
_____	_____	_____
_____	_____	_____
_____	_____	_____

<sup>12</sup> This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date

Printed Name

Signature

11/22/21 Matthew A. Feldman Matt A. Feld

**Appendix**  
**Response to Item 5(d) Attached**

**Item 5(d): If the registrant is not an individual, furnish the following information: Other business address(es), if any, including locations of branch or local offices.**

List(s) of Branch/Local Office Addresses



## **Attachment A**

*Item 5(d) – Locations of branches or local offices.*

### **Brussels**

Avenue Louise, 480 / 3B  
1050 Bruxelles

### **Chicago**

300 North LaSalle  
Chicago, IL 60654

### **Frankfurt**

An der Welle 4  
D-60322 Frankfurt am Main

### **Houston**

600 Travis Street  
Houston, TX 77002

### **London**

Willkie Farr & Gallagher (UK) LLP  
Citypoint, 1 Ropemaker Street  
London EC2Y 9AW

### **Los Angeles**

2029 Century Park East  
Los Angeles, CA 90067-2905

### **Milan**

Studio Legale Delfino e Associati  
Willkie Farr & Gallagher LLP  
Via Michele Barozzi, 2  
20122 Milan

### **New York**

787 7th Ave  
New York, NY 10019

### **Palo Alto**

1801 Page Mill Road  
Palo Alto, CA 94304

### **Paris**

21 Bd Malesherbes  
75008 Paris, France

**Rome**

Studio Legale Delfino e Associati  
Willkie Farr & Gallagher LLP  
Via di Ripetta, 142  
00186 Rome

**San Francisco**

One Front Street  
San Francisco, CA 94111

**Washington, DC**

1875 K Street, N.W.  
Washington, DC 20006

**Appendix**  
**Response to Item 5(f) Attached**

**Item 5(f): If the registrant is not an individual, furnish the following information: List all partners, officers, directors or persons performing the functions of an officer or director of the registrant.**

List(s) of Partners/Officers/Directors

## Attachment B

*Item 5(f) – List all partners, officers, directors or persons performing the functions of an officer or director of the registrant.*

The following list reflects the partners, officers, directors or persons performing the functions of an officer or director of the registrant in November 2021. Residence addresses are provided under separate cover to the Department of Justice.

Name	Position	Nationality
Simona Agnolucci	Member of the Executive Committee	United States
Thomas Cerabino	Chair	United States
Matthew Feldman	Chair	United States
Thomas Henry	Member of the Executive Committee	United States
Bruce Herzog	Member of the Executive Committee	United States
Daniel Hurstel	Member of the Executive Committee (Ex Officio as of January 2021)	France
Rosalind Kruse	Member of the Executive Committee	United States
Craig Martin	Member of the Executive Committee	United States
Tariq Mundiya	Member of the Executive Committee	United States
Jeffrey Poss	Member of the Executive Committee	United States
Rachel Strickland	Member of the Executive Committee	United States
Kim Walker	Member of the Executive Committee	United States

Martin Weinstein	Member of the Executive Committee	United States
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## Appendix

### Response to Item 5(g)

**Item 5(g): If the registrant is not an individual, furnish the following information: Which of the above named persons renders services directly in furtherance of the interests of any of the foreign principals?**

Person	Foreign Principal(s)	Services
Michael Gottlieb	The Ad Hoc Board of Petróleos de Venezuela, S.A. ("PDVSA Ad Hoc Board")	Acting on behalf of PDVH, the registrant may engage in communications or participate in meetings with representatives of the U.S. Government and U.S. media to discuss the importance and means of protecting PDVH's assets, or the value of said assets, from claims brought by creditors of the Maduro regime. The registrant may additionally contribute to written materials taking a position on the same subject in preparation for those meetings.

## Appendix

### Response to Item 9(a)

**Item 9(a): RECEIPTS-MONIES:** During the period beginning 60 days prior to the date of the registrant's obligation to register under FARA, has the registrant received from any foreign principal named in Item 7 of this statement, or from any other source, for or in the interests of any such foreign principal, any contributions, income, or money either as compensation, or for disbursement or otherwise? If yes, set forth below in the required detail and separately for each such foreign principal an account of such monies.

Foreign Principal	Date Received	From Whom	Purpose	Amount
The Ad Hoc Board of Petróleos de Venezuela, S.A. ("PDVSA Ad Hoc Board")	09/28/2021	PDVH	Willkie has never entered into any engagement agreement with PDVSA, the Ad Hoc Board of PDVSA, or the Bolivarian Republic of Venezuela, and has received no receipts from any of those entities. Willkie understands that under the Department of Justice's interpretation of the Foreign Agents Registration Act ("FARA"), Willkie's agreement with PDVH, the wholly owned subsidiary of PDVSA, may under certain circumstances require registration for activities benefitting the PDVSA Ad Hoc Board, notwithstanding the fact that Willkie does not represent and has no agreement to represent the Ad Hoc Board or PDVSA. These fees were received by Willkie for work that is separate from or unrelated to the registrable "political activities" in which Willkie will engage and/or includes work subject to the legal exemption under 22 U.S.C. § 613(g). These fees were paid for legal services regarding compliance with various U.S. civil and criminal laws, representation in ongoing litigation and related investigations, and financial and contingency planning. The receipts listed are those that were received from PDVH within the last 60 days and exclude those made in connection with work performed under the terms of separate client engagements.	\$ 4,110.05
The Ad Hoc Board of Petróleos de Venezuela, S.A. ("PDVSA Ad Hoc Board")	10/05/2021	PDVH	Please see above.	\$ 32,335.46
The Ad Hoc Board of Petróleos de Venezuela, S.A. ("PDVSA Ad Hoc Board")	10/19/2021	PDVH	Please see above.	\$ 3,865.37
The Ad Hoc Board of Petróleos de Venezuela, S.A. ("PDVSA Ad Hoc Board")	10/20/2021	PDVH	Please see above.	\$ 84,104.73

Foreign Principal	Date Received	From Whom	Purpose	Amount
The Ad Hoc Board of Petróleos de Venezuela, S.A. ("PDVSA Ad Hoc Board")	10/20/2021	PDVH	Please see above.	\$ 59,614.75
The Ad Hoc Board of Petróleos de Venezuela, S.A. ("PDVSA Ad Hoc Board")	10/20/2021	PDVH	Please see above.	\$ 12,477.74
The Ad Hoc Board of Petróleos de Venezuela, S.A. ("PDVSA Ad Hoc Board")	10/22/2021	PDVH	Please see above.	\$ 40,155.27
The Ad Hoc Board of Petróleos de Venezuela, S.A. ("PDVSA Ad Hoc Board")	11/04/2021	PDVH	Please see above.	\$ 66,381.17



## Appendix

### Response to Item 10(a)

**Item 10(a): DISBURSEMENTS-MONIES:** During the period beginning 60 days prior to the date of the registrant's obligation to register under FARA, has the registrant disbursed or expended monies in connection with activity on behalf of any foreign principal named in Item 7 of this statement or transmitted monies to any such foreign principal? If yes, set forth below in the required detail and separately for each such foreign principal named including monies transmitted, if any, to each foreign principal.

Foreign Principal	Date	To Whom	Purpose	Amount
The Ad Hoc Board of Petróleos de Venezuela, S.A. ("PDVSA Ad Hoc Board")	09/28/2021	Counsel Press LLC	These disbursements reflect those made by Willkie in connection with its work on behalf of PDVH in the 60 days leading up to this registration. The disbursements listed below involve printing and processing fees related to ongoing litigation. They were made in connection with work that is separate from or unrelated to the "political activities" in which Willkie will engage, and/or include related to work subject to the legal exemption under 22 U.S.C. § 613(g). The disbursements listed are those that were billed to PDVH within the last 60 days, and exclude those made in connection with work performed under the terms of separate client engagements.	\$ 132.50
The Ad Hoc Board of Petróleos de Venezuela, S.A. ("PDVSA Ad Hoc Board")	10/22/2021	Capitol Process Services, Inc.	Please see above.	\$ 250.00